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DEED POLL,

BY THE

Governor and Company

OF

HUDSON'S BAY,

WITH RESPECT TO THEIR CHIEF FACTORS AND CHIEF TRADERS
FOR CONDUCTING THEIR TRADE IN

RUPERT'S LAND AND NORTH AMERICA;

AND FOR ASCERTAINING THE RIGHTS AND PRESCRIBING THE
DUTIES OF THOSE OFFICERS.

LONDON:

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1834.



COPY
OF
D E E D P O L L,

&c. &c. &c.

To all to whom these presents shall come. THE GOVERNOR AND COMPANY OF ADVENTURERS OF ENGLAND TRADING INTO HUDSON'S BAY, Send Greeting. WHEREAS His Majesty King Charles the Second, did, by His Royal Charter, constitute the Governor and Company of Adventurers of England, trading into Hudson's Bay, into a Body Corporate with perpetual succession, and with power to elect a Governor and Deputy Governor, and Committee for the management of their Trade and Affairs. NOW KNOW YE, that the Governor and Company of Adventurers of England trading into Hudson's Bay, commonly called the HUDSON'S BAY COMPANY, being duly assembled according to the provisions of the said Charter, do make, ordain and constitute the following Laws and Ordinances, Rules and Regulations, and direct them to be observed by all Governors, Chief Factors, Chief Traders, and other Officers and Persons appointed and to be appointed by the said Governor and Company, to conduct and superintend the Trade of the said Governor and Company in their Territory of RUPERT'S LAND, or in other places in NORTH AMERICA, and they do hereby

Reciting that the Charter of the Governor & Company authorised them to elect Governors and Committee for the management of their trade
The Governor & Company ordain that the following articles, laws, rules and regulations should be observed by their Governors, Chief Factors, Chief Traders, and other Officers and persons appointed to conduct their trade, and direct,

that the trade shall in future be carried on under the following rules. direct that the said Trade shall in future be carried on and conducted under and subject to the Articles, Provisions, Rules and Regulations hereinafter mentioned and contained; that is to say,

The employment of Chief Factors.

ARTICLE I. THE present and the future Chief Factors for the time being, shall wholly employ themselves in the superintendence of the trade with the Indians and other persons, and also of all business relating to the said trade, whether within the territory of the said Governor and Company called Rupert's Land, or in other places in North America, where the said Governor and Company have the power of carrying on trade with the Indians or other persons in Furs and other articles.

The employment of Chief Traders.

II. THE present and future Chief Traders for the time being, shall wholly and exclusively act as Traders, and conduct the business as such in their respective departments, and under the orders and regulations to be from time to time given to them respectively by the respective Governors in Council of the respective districts, but without entitling any Chief Trader to sit as a Member of Council, or to have any vote therein in respect of any matters there discussed, except in such special cases as are hereinafter mentioned.

The Chief Factors with Governor or other person to be appointed specially as President to constitute Council.

III. THE Chief Factors for the time being, during their continuance in office, shall together with any Governor or Governors to be from time to time appointed by the said Governor and Company, and ~~in case~~ more than one such Governor shall be then present, then together with the senior of such Governors, or in case of the absence of all such Governors, then together with any other person or persons who may be specially appointed by the said Governor and Company, as President thereof, constitute the Councils for regulating the trade and affairs of the said Governor and Company, as well without as within the limits of their territory; but to constitute a Council, not less than seven members (whereof three at least shall be Chief Factors) shall be present, (extra the Governor or President) and in case at any time there shall not be present seven Chief Factors to constitute such Council, then the deficiency in the number of Chief Factors (over and above the three) shall be made up and supplied at the time by or out of the senior Chief Traders (according to the dates of their commissions) who shall be present at the time and place where the Council is intended to be holden, and they shall be summoned accordingly, and shall or may sit and vote as Members of the said Council. It being never-

A certain number to form the Council, and the deficiency in the number of Chief Factors to be made up by Chief Traders.

In ordinary cases no Council lawfully constituted unless 3

theless expressly understood that in ordinary cases no Council shall be deemed to be lawfully constituted unless three Chief Factors at least are present, besides the Chief Factor, if any, acting as President.

IV. EACH Council, to be constituted as aforesaid, shall make arrangements with respect to the trading posts and stations, and the respective outfits for carrying on the trade, and the wintering residence of the Chief Factors and Chief Traders, and of the Clerks and others in the service of the said Company in the territories and places aforesaid, as well under the Charter of the said Governor and Company as otherwise, and the same shall be fixed and settled by the respective Governors and Council in their respective departments.

V. EACH Council, constituted as aforesaid, shall in its Department, ascertain the result of the preceding year's trade at each post within such Department, and be guided thereby in regulating the outfit for the then following or current season.

VI. ALL matters whatsoever which may be determined upon by each Council, constituted as aforesaid, shall be distinctly and fully minuted in a book to be kept for that purpose, to be called "The Council Minute Book," and a copy of such minutes shall be made out and signed by the said Governor or President and Members present at the Council, vouching the same to be a faithful copy of the minutes made at such Council, which copy shall be annually transmitted by the Governor or President, to the Governor and Company in England or their Committee.

VII. EACH Council so constituted as aforesaid, shall be authorized to make rules and regulations for the management and conduct of the trade, and otherwise relating thereto, from time to time, as they may think fit; and such rules and regulations shall remain in force until objected to by the Governor and Company in England, or their Committee, according to the provision hereinafter contained.

VIII. EACH Council so constituted as aforesaid, shall have full power and jurisdiction to inquire or cause inquiry to be made into the conduct of the Chief Factors, Chief Traders, Clerks and Servants, in the Employment of

the said Company, in the Territories and places aforesaid, or of any one or more of them, and to impose such mulcts and fines for misconduct, as the said Council shall from time to time think fit, but such mulcts and fines so imposed, may be varied by the Governor and Company, or their Committee, and shall not be enforced, until ratified or varied by the Governor and Company, or their Committee.

In absence of Governor, &c. persons who meet may adjourn.

IX. If owing to death or other cause, the Governor or other President appointed by the said Governor and Company, shall not be present, or if there shall be a want of sufficient Members, or on any other account, the persons who may have met together in Council, may adjourn from time to time.

In absence of Governor, senior Chief Factor of District to preside.

X. In case of the death, or absence of all the Governors, and of any other person specially appointed to preside by the Governor and Company as aforesaid, the senior Chief Factor of each District, and who shall for the time being be present, shall temporarily preside at such respective Council, and if the number of Chief Factors hereby required to form such respective full Council, cannot from the intemperate state of the season, or from any other extraordinary circumstance, assemble within any given period fixed by the said Governor and Company, or their Committee, at the usual places respectively appointed for holding the Councils, whether original or adjourned, then so many of the Chief Factors of each District or Department, as can assemble, shall, assisted by as many of the Chief Traders of the same District or Department as for the time being, can conveniently be assembled for the purpose, respectively form a temporary Council, to determine the necessary outfits and arrangements of the season, and such temporary Council may adjourn from time to time as occasion may require; subject nevertheless to be superseded by the original Council, in case the same can be assembled during the sitting or adjournment of the temporary Council.

Chief Factors or Chief Traders may be expelled for misconduct and shares forfeited.

XI. If any Chief Factor or Chief Trader misconduct or misbehave himself, so as to injure the said trade in any manner howsoever, and shall thereof be convicted by proof, to the satisfaction of the Governor and Council, or the majority of the members thereof within the district to which the party offending shall belong, (and which Governor and Council shall have power to hear and determine all charges of that nature) the Governor, with the concurrence of

the majority of the Council before whom such charges shall be brought, shall have power to expel or remove the Chief Factor or Chief Trader so offending; and the share or shares belonging to the Chief Factor or Chief Trader so offending, shall be forfeited, and the same shall thereupon become disposable in such manner for the benefit of the succeeding Chief Factor or Chief Trader to be substituted in the room of the offending party, as the said Governor and Company or their Committee, shall think fit. *Provided* nevertheless no Chief Factor or Chief Trader shall be so removed or expelled by the said Governor and Council, unless a majority shall concur in the sentence, and unless such removal or expulsion shall be subsequently ratified by the Governor and Company or their Committee.

XII. It shall not be competent to any Governor or Council to dismiss any Clerk for misconduct, without first obtaining the sanction of the Governor and Company, or their Committee in that behalf, except in cases of habitual intoxication or fraudulent or wilful misapplication of property intrusted to him, in either of which last mentioned cases, it shall be competent to the Governor and Council of the department, wherein such misconduct may arise, of their own authority, to dismiss such Clerk at once, and in all other cases of misconduct the Governor and Council, shall or may suspend him from his situation until the pleasure of the Governor and Company, or their Committee, as to his disposal, is made known.

XIII. THE Chief Factors or Chief Traders who shall from time to time winter in the Indian country, shall deliver or send to the Governor and Council of the district wherein such Chief Factors or Chief Traders shall respectively act, and every year or oftener if required, a true account and inventory of all the goods, provisions or other effects for the time being in hand, and also of the furs, peltries, and of all debts due by Indians and Canoemen, and also true accounts of the expenditure of goods and effects committed to their respective charges; and also such information as may tend to elucidate the state and condition of the trade under their respective management at the time.

XIV. THE Chief Factors and Chief Traders shall not on their separate account, distinct from the said trade, enter into any trade, business or commerce whatsoever, either directly or indirectly, or be in any wise concerned or

No Chief Factor or Chief Trader to be expelled unless majority concur, and sentence ratified by Governor and Company.

Clerks not to be dismissed for misconduct without the sanction of Governor and Company, except in certain cases.

Chief Factors and Traders who winter, to render accounts.

Chief Factors or Traders not to be concerned in any separate

Trade, under
penalty.

interested therein, neither with Indians nor with any other person whomsoever; and every such Chief Factor or Chief Trader so offending, shall for each such offence, pay the sum of £1,000 to the Governor and Company as stated, or liquidated damages.

Chief Factors
and Chief Tra-
ders to be enti-
tled to certain
shares of profit.

XV. THE present and future Chief Factors and Chief Traders during their continuance to fill such office, and as a compensation for their performance of the duties imposed or to be hereafter imposed on him or them as such Chief Factor or Chief Trader, shall have or be entitled to such share or shares in the gains and profits of the said trade, as are hereinafter specified.

To ascertain
state of the
Stock and Capital
and of the
profit.

Inventories to
be made out on
the 1st of June,
1834, and every
succeeding 1st
June, of the
Goods, provisi-
ons and stores
on hand at the
several depôts,
and to be valued
at a tariff, and
allowed as a
credit in the ac-
count.

Such Invento-
ries to include
debts due from
Traders, &c.

General ac-
count to be
made out on
1st June 1836,
and every suc-
ceeding 1st
June.

XVI. THAT for the purpose of ascertaining from time to time the true state and condition of the stock and capital and of the gains and profits of the said trade, inventories of such trading goods, provisions and stores, as on the 1st day of June, 1834, or the usual period of closing the spring trade of the outfit of 1833, and on the same day or usual period in every succeeding year during the continuance of the said trade, may remain on hand at the several depôts, stations or posts, in the territories and places aforesaid, occupied in carrying on the said trade, as the part undisposed of to the Indians of the outfit of the year then immediately preceding, shall be made out as soon as may be afterwards, and that thereupon the same shall be valued at a Tariff, to be from time to time determined upon by the said Governor and Company; and the amount of such valuation shall be allowed as a credit in the account of the outfit of the year immediately preceding, and shall be made a charge in the accounts of the outfit of the year then next following, and the same goods, provisions, and stores, shall be considered as part of the outfit of the year then next following; provided always, that in such inventories and valuations shall be included all debts which on such 1st day of June, or such usual period may be owing to the said trade from Traders, Clerks, Guides, Interpreters, Canoemen, and labourers or other persons, except Indians, for advances and supplies; but debts due from Indians shall be included without any valuation being put thereon. And a general account shall on the 1st day of June, 1836, and on every succeeding 1st day of June during the continuance of the said trade, be stated and made out in the manner following, that is to say, in stating and making out such account on the 1st day of June, 1836, there shall be placed on the debit side of the said account, the amount of the valuations to be made as before-

mentioned, of the goods, provisions, stores, supplies, debts, and other articles, of which inventories are to be taken as before-mentioned, and which are to form part of the outfit of the year 1834, together with interest at 5 per cent. per annum on such amounts from the 1st day of June, 1834, to the 1st day of June, 1836, and also the amounts of the charge for the goods, provisions and stores, ordered and to be ordered for the outfit of the year 1834, together with interest at the same rate on the sums forming such amounts from the respective times of the payment of the same sums to the 1st day of June, 1836, and also the amount of the valuation to be made of the Hudson's Bay House in London, with its appurtenances, including the furniture therein, and of the ships which shall on the same 1st day of June, 1834, belong to the said Governor and Company, together with interest at the same rate on such amount for the period last aforesaid; and also the amounts of such of the expences to be incurred up to the 1st day of June, 1835, in respect of the establishments of the said Governor and Company, together with interest at the same rate on the amount of such expences from the respective times of the payment thereof up to the 1st day of June, 1836. And there should be placed on the credit side of the said account, the amount of the valuation to be made as before-mentioned of such trading goods, provisions and stores, as on the 1st day of June, 1835, or the usual period of closing the spring trade of 1835, might remain on hand at the several depôts, stations or posts, as aforesaid, and of the debts to be included in such valuation as aforesaid, and also the amount of the then value of the Hudson's Bay House for the time being in London, with its appurtenances, and the furniture therein, and any other property which shall belong to the trade on the 1st day of June, 1835, together with interest at the rate aforesaid on both amounts from the 1st day of June, 1835, to the 1st day of June, 1836, and also the net amount to arise from the sale of the furs, peltries and other articles, to be received as the returns of the outfit of the year 1834, after deducting all expences attending or relating to the sale thereof, together with interest at the same rate on the sums forming such net amount, from the respective prompt days of the sale of the said furs, peltries and other articles, till the 1st day of June, 1836, and that the balance of the said general account shall, in the event of such balance being on the credit side of the said account, be deemed to be the gains and profits in respect of the outfit of the year 1834; and that the general account to be stated and made out on the 1st day of June, 1837, and on every succeeding 1st day of June during the continuance of the

Manner in which account is to be made out,

and what sums to be placed on the debit side of the account.

What sums to be placed on the credit side of the account.

What shall be deemed profits. The account to be made out on 1st June 1837, and on every succeeding 1st June.

said trade, shall be stated and made out, adjusted and settled upon the like principle, as the account to be stated and made out on the 1st day of June, 1836, and in the same manner, as far as circumstances will admit, in regard to the details or particulars thereof.

The profits to be divided into 100 shares, 40 whereof to belong to persons appointed Chief Factors and Chief Traders, or as a provision for persons retiring.

XVII. THE clear gains and profits arising from the said Trade so to be ascertained as aforesaid, shall be considered as divisible into one hundred equal shares, whereof forty shares are and shall be appropriated to such persons as now are Chief Factors and Chief Traders, and hereinafter mentioned in Articles XIX and XX, and to such persons as shall from time to time hereafter be appointed by the said Governor and Company, Chief Factors, and Chief Traders to succeed them; or as a temporary provision to Chief Factors or Chief Traders, already retired, and as named in article XXI, and such persons as may hereafter retire or be placed on the retired list, as hereafter mentioned.

The 40 Shares to be subdivided into 85 shares.

XVIII. THE said forty shares of gains and profits are and shall be subdivided into eighty five shares of equal amount.

The persons appointed as Chief Factors, and future Chief Factors to be entitled to two eighty fifth shares of profit.

XIX. EACH of the present Chief Factors, namely: *Colin Robertson, John George Mc. Tavish, Alexander Stewart, John Clarke, George Keith, John Dugald Cameron, John Charles, John Stuart, Edward Smith, John Mc. Loughlin, James Keith, Joseph Beioley, Angus Bethune, Donald Mc. Kenzie, Alexander Christie, John Mc. Bean, William Mc. Intosh, William Connolly, John Rowand, James Mc. Millan, Allan Mc. Donell, Peter Warren Dease, John Lee Lewes, Roderick Mc. Kenzie, Senior and Duncan Finlayson*, and also the future Chief Factors for the time being; and holding a Commission, as such, and while he shall continue to fill the office of Chief Factor, shall have or be entitled to two of the said eighty five shares of gains and profits, as a compensation for his performance of the duties appertaining to the office of Chief Factor.

XX. EACH of the present Chief Traders, namely: *Jacob Corrigan, Thomas Mc. Murray, Donald Mackintosh, John Peter Pruden, Hugh Faries, Angus Cameron, Simon Mc. Gillivray, John Mc. Leod, Alexander Roderick Mc. Leod, Alexander Fisher, Samuel Black, Peter Skeene Ogden, Cuthbert Cumming, Francis Heron, John Sievright, Robert Miles, Colin Campbell, Achibald Mc. Donald, John Edward Harriott, Robert Cowie, Donald Ross, John Work, William Tod, James Hargrave, Nicol Finlayson, Richard*

Hardisty, John Tod, John Mc. Leod, Junior, and Mirdock Mc. Pherson, The persons appointed and to be hereafter appointed Chief Traders to be entitled to one eighty fifth share of profit. (half share), and also of the future Chief Traders for the time being, and holding a Commission as such, and while he shall continue to fill the office of Chief Trader, shall have or be entitled to one of the said eighty five shares of gains and profits, as a compensation for his performance of the duties appertaining to the office of Chief Trader.

XXI. THE remaining six and a half shares shall be applied for the benefit of *James Leith, Alexander Kennedy, Alexander Mc. Donald, John Spencer, Robert Mc. Vicar, Joseph Felix La Rocque, Roderick Mc. Kenzie, John Warren Dease, Emilins Simpson, Alexander Mc. Tavish, and Joseph Mc. Gillieray,* being Chief Factors and Chief Traders, who have retired from the service, or their representatives, and to fulfil the condition entered into by the said Governor and Company with them, and the said shares as they fall in, shall from time to time be applied by the said Governor and Company, according to article XXX. The remaining six and a half shares of profit to be appropriated for the Chief Factors and Traders who have retired or who may hereafter retire.

XXII. THE Chief Factors and Chief Traders who winter in the interior, shall be allowed out of the general stores belonging to the said trade, such articles of personal necessities as have been customarily allowed, without being charged for the same, and in addition to their respective interest in the trade, and according to the present scale of allowance as approved by the Governor and Company, or their Committee, and all other Articles consumed by the party or improperly expended by him, shall be charged to the private account of the party, by whom the same shall have been consumed, or improperly expended. The Chief Factors and Chief Traders who winter, to be allowed certain articles of personal necessities.

XXIII. ANY one or more of the present or future Chief Factors and Chief Traders, for the time being, may retire at any time hereafter, upon the following terms, that is to say.

A Chief Factor for the time being, entitled to two eighty fifth shares, and a Chief Trader for the time being, entitled to one eighty fifth share, shall be permitted to retire upon the following allowances, that is to say, after having held his Commission four years, he shall be allowed to hold his share or shares as the case may be, for one year next, after his retirement, and half of his share or shares for the next succeeding six years, and which shall or may be respectively held by him and his representatives respectively, during the years. Chief Factors and Chief Traders may retire upon certain allowances. Allowance after holding Commission four years.

Only a certain number to retire in one year.

Whenever there are Chief Factors and Traders to the extent of 21 shares no others to be allowed to retire and receive allowance until there is a vacancy, or the Governor and Company shall appropriate a larger number of shares to the retired list

On death of Chief Factor or Trader, their representatives to be entitled to certain allowances.

With power of disposal on certain conditions.

Chief Factors or Traders not to sell share without notice to Governor and Company, who are entitled to right of pre-emption.
Chief Factors and Chief Traders

respective periods mentioned in this article, and in this computation of service as regards the present Chief Factors and Chief Traders, shall be included, the respective times for which they have already served; but no more than three Chief Factors, or two Chief Factors and two Chief Traders, shall be allowed to retire in any one year, nor then, unless he or they respectively, so desirous to retire, shall have given one year's previous notice in writing to the Governor and Council; and the option of retirement shall be by seniority in each class, according to the dates of their respective commissions; provided always, that whenever there are Chief Factors and Chief Traders on the retired List, who shall together hold to the extent of twenty one shares, then, and in such case no other Chief Factor or Chief Trader shall be allowed to retire and receive the allowance provided under this article, until there is a vacancy by the falling in of a sufficient share or interest for that purpose, unless the said Governor and Company, or their Committee, shall think fit to appropriate a larger number than twenty one shares to such retired List, and unless the same shall also have been recommended and approved by the Councils aforesaid, at a special meeting to be summoned for that purpose.

XXIV. In the event of the death of any Chief Factor or Chief Trader, during his continuance in office, his representatives shall be entitled to the benefit of his share or shares, as the case may be, to the end of the year in which he died, such year being considered as ending on the first day of June, immediately subsequent to his death, and his representatives shall have in addition an half of such share or shares for six years, from the end of the year in which the party shall die, and in case such representative or representatives shall be desirous of disposing of his, her, or their respective interests therein, as such representative or representatives, he or they shall give six calendar months notice thereof, to the said Governor and Company, who shall have the right of pre-emption, with respect thereto.

XXV. No Chief Factor or Chief Trader who shall retire, shall, after such retirement sell and dispose of his share and interest in the gains and profits of the said trade, without giving notice thereof to the Governor and Company, who shall be thereupon entitled to a right of pre-emption; nor in case of sale, shall any Chief Factor or Chief Trader, be thereby or otherwise discharged from his observance or performance of the engagements entered into by him or them, at the time of his or their appointment, or at any time afterwards, nor from his

liability to forfeiture, or the consequences thereof, but all such engagements shall continue notwithstanding, to be as binding on, and all penalties in respect of such forfeiture shall be payable by him respectively and his representative, as if he had continued Chief Factor or Chief Trader respectively.

XXVI. IN cases not otherwise hereinbefore expressly provided for, any one or more of the Chief Factors for the time being (so as they shall not without the express consent of the Governor and Council in Rupert's Land aforesaid, exceed in any one year three Chief Factors) and any one or more of the Chief Traders for the time being, (so as they shall not without the like consent exceed in any one year three Chief Traders) may at any time retire and vacate their respective offices of Chief Factor and Chief Trader respectively, upon giving one year's previous notice, in writing, to the Governor and Council of the district to which he or they shall belong; the parties so retiring and vacating their respective offices shall not however be entitled to participate in the retired List, according to any of the articles hereinbefore contained on that behalf, but they and their representatives shall notwithstanding such their retirement or vacation of office, remain subject to all such restrictions, as to trade and payments, as if the party or parties so retiring under this article, had continued in office.

A certain number of Chief Factors and Traders may retire on giving notice.

But not entitled to any allowance.

To remain liable to Articles.

XXVII. THREE Chief Factors and two Chief Traders shall be allowed to leave the territory or places aforesaid on furlough in each year, to be regulated at an annual meeting of the respective Council of each district, according to a rotation list, and each such furlough, for the time being, is not to exceed one year, without the express consent of the Governor and Company, or their Committee, or unless the party be prevented from returning at the expiration of his furlough from severe illness; and any Factor or Trader absenting himself after the expiration of such furlough, without leave of the Governor and Company, or their Committee, (except from severe illness, to be proved to the satisfaction of the Governor and Company or their Committee) shall be deemed and considered as having retired or vacated his situation or office.

Chief Factors and Chief Traders may go out of the Country on furlough according to rotation.

XXVIII. The Chief Factors or Chief Traders not taking advantage of rotation, shall not be entitled to any furlough till it again comes to their turn, but they may exchange their rotation with any other Chief Factors or Chief Traders, upon obtaining nevertheless the previous consent of the Governor and Council of their respective districts.

Persons not taking advantage of rotation may exchange.

The Governor and Company may after a certain period place upon the retired list, any Chief Factors or Chief Traders who have served a certain period on making them certain allowances.

XXIX. THE Governor and Company, or their Committee, shall be at liberty at any time upon or after the 1st day of June, 1839, to place upon the retiring list, the present Chief Factors and Chief Traders, or any one or more of them, and from time to time, upon and from the 1st day of June, 1840, or upon and from the 1st day of June, of any subsequent year or years; and also any Chief Factor or Chief Trader who shall be hereafter appointed, and who shall have served for the space of four years, and as to each or any of them, upon and from the 1st day of June, which shall first happen next after the expiration of such his or their respective four years service, or upon and from the 1st day of June of any subsequent year or years; but then and in every such case, such person, whether Chief Factor or Chief Trader, shall be entitled to hold, for the first year of his being placed upon such retired list, under this article, the whole and for the next succeeding six years, the one-half of his share or shares, accordingly as such person at the time of being so placed shall be Chief Factor or Chief Trader. It being intended that every Chief Factor and Chief Trader shall, in case he lives and fills the office, have for five years at least his full share or shares, and one-half share or shares for the six next succeeding years.

On Shares applied to retiring List falling in, Governor and Company may appoint as they shall think expedient.

Vacancy of Chief Factor to be filled up by Chief Trader, and of Chief Trader to be filled by Clerk.

Accounts to be sent out annually by outward bound Ships to be laid before Councils, and if no objection by Homeward bound Ships of next year to be binding.

XXX. Upon the falling in of any of the said eighty-five shares held by any of the Chief Factors or Chief Traders, or their representatives or parties claiming under them, and mentioned in Article XXI, the said Governor and Company shall appoint a person or persons to such share or shares, when the said Governor and Company or their Committee shall think it expedient so to do, and in case of their appointing a Chief Factor or Chief Factors, or Chief Trader or Chief Traders, then the person or persons to be appointed a Chief Factor or Chief Factors shall be selected from the persons then holding the situation of Chief Traders, and the person or persons to be appointed Chief Trader or Chief Traders, shall be selected from the then Clerks of the said Governor and Company.

XXXI. Regular sets of Accounts, made up to the preceding 1st day of June, shall be sent out annually by the outward bound ships of the season, to be laid before the Councils of the said Company, and if no objections in writing, to the same, be transmitted by the homeward bound ships belonging to the said Company, in the following year, such accounts shall be considered as approved, and be thenceforth binding and conclusive as a settled account.

XXXII. By the same, or the like outward bound ships of the season, each Chief Factor and Chief Trader, and each Clerk, respectively in the service, shall have his private account transmitted to him, and the balance shall be either paid to him, by bills drawn by him and made payable in London, on every 15th day of April, or be paid to any person authorized by him as Agent, to receive the same, and to settle the account or accounts for the time being, in respect of such balance, on the same being made up on the 1st day of June as aforesaid, or if the said party prefer to leave such balance in the hands of the said Governor and Company, and notify the same to them, the Governor and Company will either allow him interest for the same, as may be agreed on, or at the option of the said Governor and Company invest the same in the purchase of parliamentary stock, and receive, and when received, credit his account with the dividends thereof.

The private accounts of Chief Factors and Chief Traders and Clerks, to be sent by outward bound ships, who may draw for balance, or have it invested at interest.

XXXIII. No Chief Factor or Chief Trader, who may retire, nor the representatives of a deceased Chief Factor or Chief Trader, shall after such retirement or death, be at liberty or have any right to inspect or question the accounts, mentioned in article XXXI, but shall respectively be concluded by the certificate of the said Governor and Company, or their Committee, testifying to their correctness as far as respects their shares and interests therein.

Chief Factors or Traders who may retire, or representatives of deceased not to have right to inspect accounts.

XXXIV. No person becoming entitled as assignee of the share or shares of a retired Chief Factor or Chief Trader, or as the representative of a deceased Chief Factor or Chief Trader, shall be entitled to derive any benefit therefrom, as such assignee or representative, unless such person within eighteen calendar months, respectively next after his respective title or claim shall accrue, shall give notice thereof to the said Governor and Company, at the Hudson's Bay House, London, or other their House, in London, for the management of their concern, and cause the several instruments under which he respectively derives title as such assignee or representative, to be there duly registered in the books of the said Governor and Company.

Assignees of shares not to be entitled to benefit unless notice given and title registered with Governor and Company.

XXXV. The Chief Factors and Chief Traders now appointed, and every Chief Factor and Chief Trader, from time to time to be appointed by the Governor and Company, for the superintendence and management of the said trade or concern, shall within eighteen calendar months, next after the date

Chief Factors and Chief Traders, within certain periods, to enter into covenant for obser-

vance of the
Articles.

hereof, with respect to the present Chief Factors and Chief Traders hereinbefore named, and with respect to all future Chief Factors and Chief Traders shall within twelve calendar months next after the date of their respective commissions, enter into a covenant or agreement with the said Governor and Company, for the due observance and performance by them, the said Chief Factors and Chief Traders of all conditions, agreements, ordinances, rules and regulations, herein mentioned and contained, and also all other ordinances, rules and regulations, to be from time to time duly made, and the terms thereof, as far as the same are or shall be applicable to them respectively, and for payment to the said Governor and Company, of the sum of £1,000 as liquidated damages for every wilful breach of each such conditions, agreements, rules and regulations, by the parties so respectively covenanting, and for the acceptance by them respectively of the several provisions hereby made, or to be made for them, and every such

Appointment to be voidable if appointees omit or refuse to enter into covenants.

appointment shall be voidable in case the appointee therein named, shall omit or refuse to enter into such Covenant or agreement within the time hereinbefore mentioned on that behalf.

Governor and Company to be at liberty to set aside, alter or vary any of the Articles.

Provided the same does not affect the rights of Chief Factors and Chief Traders then employed, or who shall be placed on the retired list, or their representatives or assigns who may be entitled under certain articles enumerated

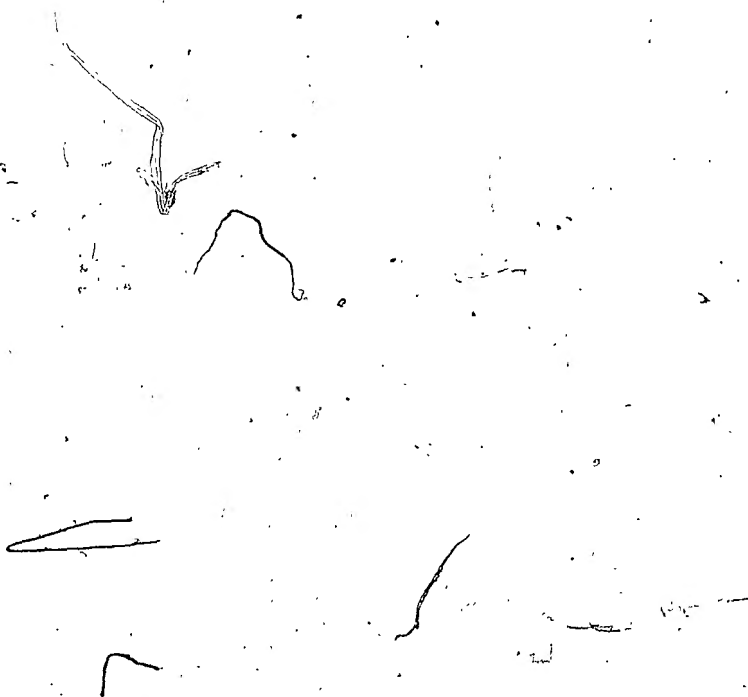
AND LASTLY, the said Governor and Company shall be at liberty either by a Bye Law of the said Company, or in any other manner, to set aside and determine, or alter or vary, from time to time, any one or more of the several Articles hereinbefore contained, and either wholly or in any one or more of the particulars therein mentioned. Provided always that the same shall not in anywise disturb nor affect any rights to which the person or persons, who for the time being, shall be the Chief Factors or Chief Traders of the said Governor and Company, and in their actual employment at the time, or who, having been Chief Factors or Chief Traders of the said Governor and Company, (shall for the time being, be upon the retired list of the said Company, or their representatives or assigns) may be entitled under Articles XVII, XVIII, XIX, XX, XXI, XXIII, XXIV, XXXI or XXXII, without the consent of the person or persons whose rights shall be so affected, in writing, first had and obtained; but in other respects, all and every such determinations, alterations and variations, to be made as aforesaid, shall or may take effect, and be carried into execution, any thing hereinbefore contained to the contrary notwithstanding. IN WITNESS whereof the said Governor and Company have caused their Common Seal to be hereunto affixed, this *sixth* day of *June* in the *fourth*

year of the reign of our Sovereign Lord WILLIAM the Fourth, by the
Grace of God of the United Kingdom of Great Britain and Ireland King,
Defender of the Faith, and in the Year of our Lord one thousand
eight hundred and thirty *four* -

C. T. Maynard
1. 7. 1881

C. T. Maynard
1. 7. 1881

Charles Maynard to C. T.
1. 7. 1881



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